

RECORDATION NO. 20578-C FILED

NOV 17 '09 -11 30 AM

**SURFACE TRANSPORTATION BOARD**

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, NW  
SUITE 301

WASHINGTON, DC

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

November 17, 2009

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Partial Termination of Equipment Schedules No. 7, 8 and 9 to Master Lease Agreement, dated as of November 16, 2009, a secondary documents as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memoranda of Leases previously filed with the Board under Recordation Numbers 20578 (Schedule No. 7), 20653 (Schedule No. 8), 20679 (Schedule No. 9) and the Memorandum of Assignment filed under Recordation Numbers 20653-B, 20578-B and 20679-B.

The names and addresses of the parties to the enclosed documents are.

Lessor.       Manufacturers and Traders Trust Company  
                  (successor by merger to M&T Credit Services, LLC,  
                  successor by merger M&T Credit Corporation, successor in  
                  interest to Manufacturers and Traders Corporation, successor-  
                  by-merger to Allfirst Bank, formerly known as The First National  
                  Bank of Maryland)  
                  25 South Charles Street  
                  Baltimore, MD 21202

[Lessee:       ExxonMobil Oil Corporation (successor-in-interest to  
                  Mobil Oil Corporation)  
                  3225 Gallows Road  
                  Fairfax, VA]

Chief  
November 17, 2009  
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A description of the railroad equipment covered by the enclosed documents is:

Schedule No. 7 - 62 railcars TERMINATED: MBLX 2801 - MBLX 2808, MBLX 3801 - MBLX 3808 and within the series MBLX 028080 - MBLX 028139 as more particularly set forth in the attachment to the document;

Schedule No. 8 - 12 railcars TERMINATED within the series MBLX 28081 - 28144 as more particularly set forth in the attachment to the document; and

Schedule No. 9 - 26 railcars TERMINATED: MBLX 3809 and MBLX 3810 and within the series MBLX 2809 - MBLX 2833 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is

Memorandum of Partial Termination of Equipment Schedules No. 7, 8 and 9 to Master Lease Agreement

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

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**MEMORANDUM OF PARTIAL TERMINATION  
OF EQUIPMENT SCHEDULES NO. 7, 8 AND 9  
TO MASTER LEASE AGREEMENT**

SURFACE TRANSPORTATION BOARD

(Surface Transportation Board)

THIS MEMORANDUM OF PARTIAL TERMINATION OF EQUIPMENT SCHEDULES NO. 7, 8 and 9 TO MASTER LEASE AGREEMENT (this "Memorandum") is given as of this 16<sup>th</sup> day of November, 2009, by MANUFACTURERS AND TRADERS TRUST COMPANY (successor-by-merger to M&T Credit Services, LLC, successor-by-merger to M&T Credit Corporation, successor-in-interest to Manufacturers and Traders Corporation, successor-by-merger to Allfirst Bank, formerly known as The First National Bank of Maryland) (the "Lessor"), witnesseth:

WHEREAS, the Lessor, as lessor, and ExxonMobil Oil Corporation (successor-in-interest to Mobil Oil Corporation) (the "Lessee"), as lessee, are parties to those certain Equipment Schedule No. 7 dated March 19, 1997 ("Schedule No. 7"), Equipment Schedule No. 8 dated April 25, 1997 ("Schedule No. 8"), and Equipment Schedule No. 9 dated May 9, 1997 ("Schedule No. 9"), each between the Lessor, as lessor, and the Lessee, as lessee, and each to the Master Lease Agreement dated April 28, 1994 and further identified as Mobil #94-0028-JPF between the Lessor, as lessor, and the Lessee, as lessee (as amended, modified or supplemented, collectively the "Leases"). Memoranda of the Leases were filed with the Surface Transportation Board (the "STB") as follows: Memorandum of Railcar Lease Agreement dated as of March 19, 1997 bearing the STB Recordation No. 20578 (re: Schedule No. 7), Memorandum of Railcar Lease Agreement dated as of April 25, 1997 bearing the STB Recordation No. 20653 (re: Schedule No. 8), and Memorandum of Railcar Lease Agreement dated as of May 9, 1997 bearing the STB Recordation No. 20679 (re: Schedule No. 9), each by and between the Lessor, as lessor, and the Lessee, as lessee, each as assigned by Manufacturers and Traders Trust Company to M&T Credit Corporation as evidenced by that certain Memorandum of Assignment dated as of July 7, 2003 bearing the STB Recordation Nos 20653-B, 20578-B, and 20679-B (re: Schedules No. 7, 8 and 9) (collectively, the "Memoranda of Leases").

WHEREAS, upon request of the Lessee, the Lessor partially terminated the Leases with respect to the railcars described in Exhibit A attached hereto and made a part hereof (collectively, the "Terminated Railcars") under the terms and conditions of the Request to Partially Terminate Leases and Partially Prepay Debt, and Consent dated as of November 16, 2009 from the Lessee and Exxon Mobil Corporation and the Agreement for Partial Termination of Leases dated as of November 16, 2009 by and between the Lessor and the Lessee (the "Agreement for Partial Termination of Leases").

NOW, THEREFORE, in consideration of the premises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Lessor hereto submits the following.

1. The Lessor releases any lien against the Terminated Railcars created by or arising out of the Leases and the Memoranda of Leases.

2. This Memorandum does not affect any right of the Lessor to, or the lien of the Lessor evidenced by the Memoranda of Leases on, any of the remaining railcars subject to the Leases and the Memoranda of Leases or affect any right of the Lessor or Lessee to any surviving obligations of the other with respect to the Terminated Railcars under any of the Leases or the Agreement for Partial Termination of Leases.

3. This Memorandum shall be recorded with the STB so as to record the release of the lien against the Terminated Railcars constituted by the Leases and the Memoranda of Leases.

[SIGNATURE APPEARS ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the Lessor has caused this Memorandum to be duly executed under seal as of the date first above written.

WITNESS:

MANUFACTURERS AND TRADERS  
TRUST COMPANY,

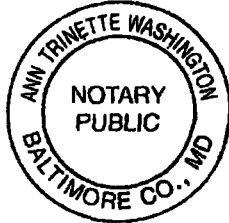
H. Reay

By: Jeffrey A. Millard (SEAL)  
Jeffrey A. Millard  
Vice President

State of Maryland, City of Baltimore, TO WIT:

On this 13<sup>th</sup> day of November, 2009 before me personally appeared Jeffrey A. Millard, to me personally known, who being by me duly sworn, says that he is the Vice President of MANUFACTURERS AND TRADERS TRUST COMPANY, that said instrument was signed on behalf of said company, by authority of its Board of Directors, and that he acknowledged that the execution of the foregoing instruments was the free act and deed of said company.

IN WITNESS WHEREOF I have set my hand and seal.



(SEAL)

ANN TRINETTE WASHINGTON  
NOTARY PUBLIC STATE OF MARYLAND  
My Commission Expires 10/12/2012

Ann Trnette Washington  
Notary Public

My Commission Expires:

**Exhibit A**

**DESCRIPTION OF TERMINATED RAILCARS**

The lube tank railcars bearing the following railcar marks and numbers:

**Schedule No. 7:**

Forty-six single compartment 27,755 gallon capacity lube tank railcars bearing road marks as follows:

MBLX	028080
MBLX	028082
MBLX	028087
MBLX	028088
MBLX	028089
MBLX	028091
MBLX	028092
MBLX	028093
MBLX	028094
MBLX	028095
MBLX	028096
MBLX	028097
MBLX	028098
MBLX	028099
MBLX	028100
MBLX	028101
MBLX	028102
MBLX	028103
MBLX	028105
MBLX	028106
MBLX	028108
MBLX	028109
MBLX	028110
MBLX	028111
MBLX	028112
MBLX	028113
MBLX	028114
MBLX	028116
MBLX	028117
MBLX	028118
MBLX	028119
MBLX	028120
MBLX	028121
MBLX	028123
MBLX	028124
MBLX	028125
MBLX	028126

MBLX	028127
MBLX	028128
MBLX	028129
MBLX	028130
MBLX	028131
MBLX	028132
MBLX	028133
MBLX	028136
MBLX	028139

Eight (8) double compartment, 26,950 gallon capacity lube tank railcars bearing road marks as follows:

MBLX	002801
MBLX	002802
MBLX	002803
MBLX	002804
MBLX	002805
MBLX	002806
MBLX	002807
MBLX	002808

Eight triple compartment, 26,483 gallon capacity lube tank railcars bearing road marks as follows:

MBLX	003801
MBLX	003802
MBLX	003803
MBLX	003804
MBLX	003805
MBLX	003806
MBLX	003807
MBLX	003808

Schedule No. 8:

Twelve (12) single compartment 27,755 gallon capacity lube tank railcars bearing road marks as follows.

MBLX	028081
MBLX	028104
MBLX	028115
MBLX	028122
MBLX	028134
MBLX	028135
MBLX	028137
MBLX	028138
MBLX	028140
MBLX	028141

MBLX 028143  
MBLX 028144

Schedule No. 9:

Twenty-four (24) double compartment, 26,950 gallon capacity lube tank railcars bearing road marks as follows:

MBLX 002809  
MBLX 002810  
MBLX 002811  
MBLX 002812  
MBLX 002813  
MBLX 002814  
MBLX 002815  
MBLX 002816  
MBLX 002817  
MBLX 002818  
MBLX 002819  
MBLX 002820  
MBLX 002822  
MBLX 002823  
MBLX 002824  
MBLX 002825  
MBLX 002826  
MBLX 002827  
MBLX 002828  
MBLX 002829  
MBLX 002830  
MBLX 002831  
MBLX 002832  
MBLX 002833

Two (2) triple compartment, 26,483 gallon capacity lube tank railcars bearing road marks as follows

MBLX 003809  
MBLX 003810



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 11/17/09



\_\_\_\_\_  
Robert W. Alvord